

ONCOSEC MEDICAL Inc  
Form 8-K  
March 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **March 2, 2012**

**ONCOSEC MEDICAL INCORPORATED**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-54318**  
(Commission  
File Number)

**98-0573252**  
(I.R.S. Employer  
Identification No.)

**4690 Executive Drive, Suite 250**  
**San Diego, California, 92121**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(855) 662-6732**

**Not Applicable**

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendment and Restatement of Bylaws**

On January 26, 2012, the Board of Directors (the Board) of OncoSec Medical Incorporated (the Company) approved the amendment and restatement of the Company's Bylaws and approved the submission of the amended and restated Bylaws (the Amended and Restated Bylaws) to the Company's stockholders for approval, as required by the Company's Bylaws then in effect. On March 2, 2012, at the Company's Annual Meeting of Stockholders, the Company's stockholders approved the Amended and Restated Bylaws. A copy of the Amended and Restated Bylaws is filed herewith as Exhibit 3.6.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On March 2, 2012, the Company held its 2012 Annual Meeting at the Company's principal executive offices located at 4690 Executive Drive, Suite 250, San Diego, CA 92121.

The final voting results on the matters presented at the meeting were as follows:

Proposal 1 to elect four directors to our Board of Directors to serve for a term of one year or until their successors are duly elected and qualified

|                   |            |        |
|-------------------|------------|--------|
| Dr. Avtar Dhillon | 26,910,454 | 38,202 |
| Dr. James DeMesa  | 26,920,404 | 28,252 |

Proposal 2 to ratify the appointment of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2012

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 29,533,442 | 180,319 | 12,911  |                 |

Proposal 3 to approve the adoption of the Company's 2011 Stock Incentive Plan

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 26,807,213 | 116,168 | 25,275  | 2,778,016       |

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Proposal 4 to approve the amendment and restatement of the Company's Bylaws

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 26,825,888 | 90,818  | 31,950  | 2,778,016       |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**EXHIBIT INDEX**

| Exhibit | Description                 |
|---------|-----------------------------|
| 3.6     | Amended and Restated Bylaws |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ONCOSEC MEDICAL INCORPORATED**

Dated: March 6, 2012

By:

/s/ Punit Dhillon

Name: Punit Dhillon

Title: President & Chief Executive Officer

**EXHIBIT INDEX**

| <b>Exhibit</b> |                             | <b>Description</b> |
|----------------|-----------------------------|--------------------|
| 3.6            | Amended and Restated Bylaws |                    |
|                |                             | 3                  |

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